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June 18, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two original executed copies of a Declaration of Full Payment, dated as of the 18th day of June, 1992, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Trust Agreement, Series TT, dated as of August 1, 1984, as supplemented, between the First Interstate Bank of Denver, N.A., Trustee, and The Denver and Rio Grande Western Railroad Company previously filed and recorded with your Commission on July 20, 1984 at 10:40 a.m., Recordation Number 14380.

The names and addresses of the parties to the enclosed document are:

Trustee: First Interstate Bank of Denver, N.A.
633 17th Street
Denver, Colorado 80270

Railroad: The Denver and Rio Grande Western
Railroad Company
P.O. Box 5482
Denver, Colorado 80217

A description of the railroad equipment covered by the enclosed document is as follows:

17 general purpose (3500 HP, SD-50) diesel
electric locomotives (General Motors
Corporation, Builders) marked D&RGW 5501
through 5517, both inclusive.

RECORDATION NO 14380-B
JUN 18 1992 12 16 PM
INTERSTATE COMMERCE COMMISSION
14380

JUN 18 1992 12 00 PM
RECORDATION UNIT

Strickland
C. Alvord

Mr. Sidney L. Strickland, Jr.
June 18, 1992
Page Two

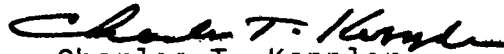
Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, DC 20006.

A short summary of the enclosed document to appear in the Commission Index is:

Equipment Trust Agreement, Series TT, released.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

REGISTRATION NO 14380-B

JUN 18 1992 - 4 03 PM

INTERSTATE COMMERCE COMMISSION

DENVER AND RIO GRANDE WESTERN RAILROAD
EQUIPMENT TRUST
SERIES "TT"

EQUIPMENT TRUST AGREEMENT

Dated as of August 1, 1984

between

FIRST INTERSTATE BANK OF DENVER, N.A.

Trustee

and

THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

DECLARATION OF FULL PAYMENT

**DENVER AND RIO GRANDE WESTERN RAILROAD
EQUIPMENT TRUST, SERIES "TT"**

Equipment Trust Agreement Dated as of August 1, 1984

DECLARATION OF FULL PAYMENT

First Interstate Bank of Denver, N.A. (herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of August 1, 1984, as supplemented, between the Trustee and The Denver and Rio Grande Western Railroad Company, pursuant to which was created and constituted "Denver and Rio Grande Western Railroad Equipment Trust, Series TT," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that The Denver and Rio Grande Western Railroad Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Denver and Rio Grande Western Railroad Company Equipment Trust, Series TT, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to The Denver and Rio Grande Western Railroad Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to The Denver and Rio Grande

Western Railroad Company as the absolute property of The Denver and Rio Grande Western Railroad Company.

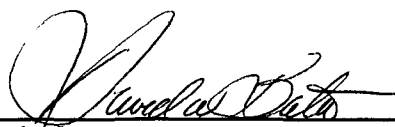
AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CHERYL HANSON to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the State of Colorado or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Interstate Bank of Denver, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 18th day of June, 1992.

ATTEST:

FIRST INTERSTATE BANK OF DENVER, N.A.
Trustee



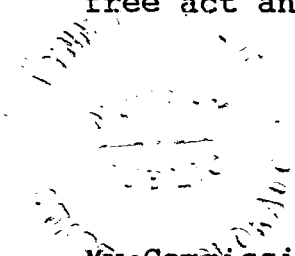
Title: Assistant Cashier

By 

Senior Trust Officer

CITY AND COUNTY OF DENVER)
)
STATE OF COLORADO)

On this 18th day of June, 1992, before me personally appeared **CHERYL HANSON**, to me personally known, who, being by me duly sworn, says that she is Senior Trust Officer of FIRST INTERSTATE BANK OF DENVER, N.A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Lynne E. Taylor
Notary Public

My Commission expires: 8/2/93